

MODINE MANUFACTURING CO
Form 8-K
November 18, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act
of 1934

Date of Report (Date of earliest event reported):

November 13, 2009

Modine Manufacturing Company
Exact name of registrant as specified in its charter

| | | |
|--|----------------------------------|--|
| Wisconsin State or other jurisdiction of incorporation | 1-1373 Commission File Number | 39-0482000 I.R.S. Employer Identification Number |
| 1500 DeKoven Avenue, Racine, Wisconsin Address of principal executive offices | | 53403 Zip Code |

Registrant's telephone number, including area code: (262) 636-1200

Check the appropriate below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions.

- Written communications pursuant to Rule 425 under the Securities Act
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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TABLE OF CONTENTS

| | |
|-----------|--|
| Item 1.02 | Termination of a Material Definitive Agreement. |
| Item 5.02 | Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers. |
| Item 5.03 | Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year. |
| Item 9.01 | Financial Statements and Exhibits |
| Signature | |

INFORMATION TO BE INCLUDED IN THE REPORT

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| Item 1.02 | Termination of a Material Definitive Agreement. |
| Item 5.02 | Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers. |

As previously disclosed on a Current Report on Form 8-K dated October 30, 2009 filed by Modine Manufacturing Company (the "Company"), the Company announced the resignation of Bradley C. Richardson from his role as the Company's Executive Vice President – Corporate Strategy and Chief Financial Officer and as a director of the Company. Mr. Richardson's resignation as an officer and director of the Company was effective on November 13, 2009. The Employment Agreement between Mr. Richardson and the Company dated as of June 15, 2007, as amended by Amendment No. 1 to Employment Agreement dated as of July 1, 2008, is terminated and of no further force or effect as of November 13, 2009 as a result of Mr. Richardson's resignation.

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| Item 5.03 | Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year. |
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Amendments to Bylaws

Effective November 17, 2009, the Board of Directors of the Company adopted an amendment to the Company's Bylaws to reduce the number of directors from ten to nine.

The text of the amendment is as follows:

3.01. General Powers; Number and Classification. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, its Board of Directors. The Articles of Incorporation provide that the Board of Directors shall consist of such number of members as these Bylaws may provide, but not less than seven. Until this Bylaw is amended to provide for a different number, the number of directors constituting the whole Board of Directors shall be nine. No decrease in the number of directors shall have the effect of shortening the term of an incumbent director.

As provided in the Articles of Incorporation, the Board of Directors shall be divided into three classes as nearly equal in number as possible, as determined by the Board of Directors. The term of office of a director shall be three years. The classes of directors shall be staggered so that each expires in succeeding years. At each annual meeting of stockholders, the number of directors equal to the number of the class whose terms expire at the time of such meeting shall be elected to hold office until the third succeeding annual meeting and until their successors shall have been elected.

The foregoing description of the Bylaws is qualified in its entirety by reference to the actual Bylaws, which are filed as Exhibit 3.1 to this Form 8-K and are hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 3.1 | Bylaws of Modine Manufacturing Company, as amended, effective November 17, 2009 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Modine Manufacturing Company

By: /s/ Thomas A. Burke
Thomas A. Burke
President and Chief Executive Officer

By: /s/ Margaret C. Kelsey
Margaret C. Kelsey
Vice President, Corporate Development,
General Counsel and Secretary

Date: November 18, 2009

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
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4
